

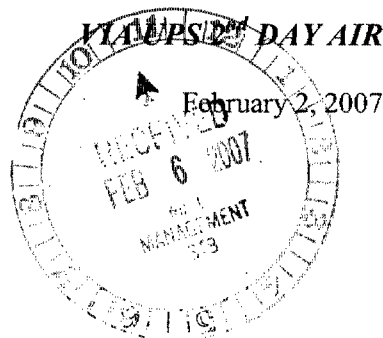
FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

RECORDATION NO. 221455 FILED

FEB 06 '07 -11 07 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
601 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is thirteen (13) 25,500 to 27,000 gallon capacity tank cars, with TGOX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(SRH029)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of February, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended July 1, 1997 as assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 23 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 2, 2007 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: Susan Grokulska
Name: SUSAN GROKULSKY

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 1st day of February, 2007.

RECORDATION NO. 23145-S FILED
FEB 06 '07 -11 07 AM
SURFACE TRANSPORTATION BOARD

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

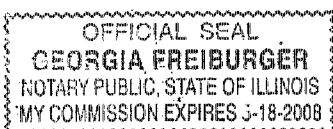
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of February, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: Randy Wozadlo

Name: RA Wozadlo

Title: VP

ATTEST:

By: Lisa M. Ervin

Name: Lisa M. Ervin

Title: Customer Service

Executed on this 26th day of January, 2006.

[CORPORATE SEAL]

STATE OF

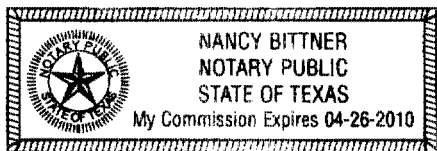
Texas

COUNTY OF

Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that RAY WOZADLO personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of January, 2006.



Nancy Bittner
Notary Public

Commission Expires:

4-26-2010

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirteen (13)

DESCRIPTION OF CARS: Tank Cars, DOT111J100W3, insulated, exterior coiled 25,500 to 27,000 gallon capacity.

CAR NUMBERS: TGOX 1900
 TGOX 1905
 TGOX 1911
 TGOX 1912
 TGOX 1915
 TGOX 1916
 TGOX 1917
 TGOX 1925
 TGOX 1931
 TGOX 1934
 TGOX 1936
 TGOX 1938
 TGOX 1939